

## Instructions to Form UPA-132 – Statement of Registration as a Virginia Registered Limited Liability Partnership

<b>Filing Requirements</b>									
If the limited partnership has previously filed a certificate of limited partnership with the Commission, this statement must be accompanied by a Certificate of Amendment to the Certificate of Limited Partnership (form LPA-73.12) that changes the limited partnership's name to that set forth in item 1 of this statement.									
<b>Required Fees</b>	<b>Filing Fee: \$100.00</b>								
<b>File Online Today</b>	<b>Paper Filing</b>								
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file the statement of registration as a Virginia registered limited liability partnership in real time.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Registered-Limited-Liability-Partnerships">https://scc.virginia.gov/pages/Virginia-Registered-Limited-Liability-Partnerships</a> complete, print, and mail or deliver to below address:								
<b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%;"><b>State Corporation Commission</b></td> <td style="width: 40%;"><b>Courier Delivery Address</b></td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1<sup>st</sup> floor</td> </tr> <tr> <td>P.O. Box 1197</td> <td>Richmond, VA 23219</td> </tr> <tr> <td>Richmond, VA 23218-1197</td> <td></td> </tr> </table>	<b>State Corporation Commission</b>	<b>Courier Delivery Address</b>	Clerk's Office	1300 E. Main St, 1 <sup>st</sup> floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
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Richmond, VA 23218-1197									
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>								

The person who files this statement shall promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. See § 50-73.83 E of the Code of Virginia.

The name of a registering general partnership must include the words "Registered Limited Liability Partnership" or "Limited Liability Partnership," the abbreviation "R.L.L.P." or "L.L.P." or the designation "RLLP" or "LLP." See § 50-73.133 of the Code of Virginia. The name of a registering limited partnership must include either (1) (a) the words "Limited Partnership," or the abbreviation "L.P." or "LP" and (b) the words "Registered Limited Liability Partnership" or "Limited Liability Partnership," the abbreviation "R.L.L.P." or "L.L.P." or the designation "RLLP" or "LLP," or (2) the words "Registered Limited Liability Limited Partnership" or "Limited Liability Limited Partnership," the abbreviation "R.L.L.L.P." or "L.L.L.P." or the designation "RLLLLP" or "LLLLP." See § 50-73.78 of the Code of Virginia.

A limited partnership may not serve as its own registered agent.

The principal office address and the registered agent's business office address must include a street and number, if any. A rural route and box number may only be used if no street address is associated with the office location. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the office location.

State the name of the county or independent city in which the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

Each person signing this statement must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a partner that is a business entity should set forth the business entity's name, his or her printed name, and the capacity in which he or she is signing on behalf of the business entity. Any person may execute a statement by an attorney-in-fact. See § 50-73.83 C of the Code of Virginia.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with the intent that the document be delivered to the Commission for filing. See § 50-73.83 C of the Code of Virginia.***

### NOTE

**LIMITED PARTNERSHIPS ONLY:** The registered agent information must be identical to that which is presently on record with the Commission for the limited partnership. In order to change the registered agent and/or the registered agent's business address, a registered limited liability limited partnership must file a Statement of Change of Registered Office and/or Registered Agent on form LPA-73.5. This form can be completed and filed electronically online through the Clerk's Information System at <https://cis.scc.virginia.gov> A paper form can also be requested on the Commission's website at <https://scc.virginia.gov/pages/Online-Forms-Request>

### Important Information

The statement must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- minimum 1.25" top margin and 0.75" all other sides
- size 8 1/2" x 11"
- no visible watermarks or background logos

**Do not include personally identifiable information**, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).



Form  
**UPA-132**  
(Rev. 08/20)

State Corporation Commission

## Statement of Registration as a Virginia Registered Limited Liability Partnership

The undersigned, on behalf of the partnership or limited partnership set forth below that is formed under the laws of Virginia, pursuant to Title 50, Chapter 2.2, Article 9.1 of the Code of Virginia, states as follows:

**MARK ONE:** This statement of registration is for  a partnership **OR**  a limited partnership.

1. The name of the partnership or limited partnership ("applicant") that hereby applies for status as a Virginia registered limited liability partnership is

\_\_\_\_\_.

2. The applicant's SCC ID number (if one has been previously issued) is \_\_\_\_\_.

3. The applicant's principal office address, including the street and number, if any, is:

\_\_\_\_\_  
(number/street) (city or town) (state) (zip code)

4. A. The name of applicant's registered agent is

\_\_\_\_\_.

B. The registered agent is **(mark appropriate box):**

(1) an **INDIVIDUAL** who is a **resident of Virginia** and

- a general partner of the applicant.
- an officer or director of a corporate general partner of the applicant.
- a general partner of a general or limited partnership that is a general partner of the applicant.
- a member or manager of a limited liability company that is a general partner of the applicant.
- a trustee of a trust that is a general partner of the applicant.
- a member of the Virginia State Bar.

**OR**

(2)  a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

5. The applicant's registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

\_\_\_\_\_, VA \_\_\_\_\_,  
(number/street) (city or town) (zip code)

which is physically located in the  county **or**  city of \_\_\_\_\_.

6. Any other matters that the applicant determines to include:

\_\_\_\_\_.

7. Registration as a registered limited liability partnership has been approved **(check one):**

By the partners in the manner provided in the applicant's partnership agreement for amendments to the partnership agreement.

**OR**

By all the partners (required if the partnership agreement has no provision concerning amendments).

Signatures of at least two partners of a partnership or one or more authorized general partners of a limited partnership:

(signature)	(printed name)	(title)	(date)
(signature)	(printed name)	(title)	(date)